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CERTIFICATE OF CHANGE OF LOCATION OF REGISTERED OFFICE

AND OF REGISTERED AGENT

FILE

JUN 26 1985

It is hereby certified that:

Hall of Flather

SELECTED OF STATE

1. The name of the corporation (hereinafter called the "corporation") is

COMMERCIAL DISCOUNT CORPORATION

- The registered office of the corporation within the State of Delaware is hereby changed to 229 South State Street, City of Dover 19901, County of Kent.
- 3. The registered agent of the corporation within the State of Delaware is hereby changed to The Prentice-Hall Corporation System, Inc., the business office of which is identical with the registered office of the corporation as hereby changed.
- 4. The corporation has authorized the changes hereinbefore set forth by resolution of its Board of Directors.

Signed on June 13 , 1985.

K. R. Kaplan, Senior Vice -President

Attest:

Secretary

DEL.-C.A.-D